

RECORDATION NO. 23054-A FILED

MAY 01 '07

2-48 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

April 26, 2007

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588

Mr. Vernon Williams
Surface Transportation Board
395 E Street, Suite 100
Washington, D. C. 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated April 20, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 23054.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32205

A description of the railroad equipment covered by the enclosed document is twenty (20) SD40-2 locomotives; having FURX marks (see Exhibit A for locomotive numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures
(CSXT067)

MAY 01 '07

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ASSGN. NO.: CSXT067

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD
20th

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of April, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc. ("Lessee"), a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 11, 2000, whereby Lessor has agreed to lease to Lessee certain locomotives pursuant to Schedule No. 3 to the Lease (the "Schedule"), as described in more particular on Exhibit A attached hereto, effective as of March 10, 2007, and subject to the terms, conditions and provisions of the above-mentioned Lease and Schedule.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

ATTEST:

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 20th day of April, 2007

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of April, 2007.

Susan Grokulsky
Notary Public

My Commission Expires:
8-14-2008
(Notary Public)



LESSEE:

CSX™ TRANSPORTATION, INC.

ATTEST:

By: *[Signature]*

Name: CHRISTINE MASTROMATTEO

Title: MOB LEASING & TREASURY

By: *[Signature]*

Name: Donna W. Melton
Corporate Secretary

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF DUVAL

I, Linda D. Philcox, a Notary Public of the County and State aforesaid, certify that Christine Mastromatteo personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16th day of April, 2007.

[Signature]
Notary Public

Commission Expires:

10/26/2009
(Notary Public)

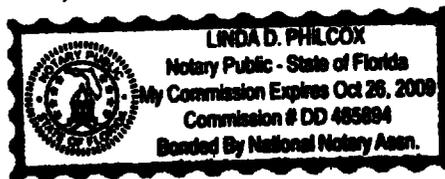


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF LOCOMOTIVES: Twenty (20)

DESCRIPTION OF LOCOMOTIVES: SD40-2 Locomotives

LOCOMOTIVE NUMBERS:

FURX 003030
FURX 003031
FURX 003032
FURX 003033
FURX 003034
FURX 003035
FURX 003036
FURX 003037
FURX 003038
FURX 003039
FURX 003040
FURX 003041
FURX 003042
FURX 003043
FURX 003044
FURX 003045
FURX 003046
FURX 003047
FURX 003048
FURX 003049